



BY-LAWS
OF
BROWN COUNTY MAPLE LEAF MANAGEMENT GROUP, INC.

ARTICLE I

General

Section 1.Name. The name of the corporation is Brown County Maple Leaf Management Group, Inc. (the "Corporation").

Section 2.Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

ARTICLE II

Membership

Section 1. The Corporation shall have no members.

ARTICLE III

Board of Directors

Section 1.Functions. The affairs of the Corporation shall be managed, controlled, and conducted by and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these By-Laws.

Section 2.Designation or Appointment and Term. The initial Board of Directors of the Corporation shall consist of five (5) Directors, which number may from time to time be increased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the number of Directors shall never be reduced to fewer than five (5) nor increased to more than nine (9) Directors.

Five (5) Directors shall be appointed as follows: (a) one County Commissioner appointed by the County Commissioners (the "County Commissioners") of Brown County, Indiana (the "County"), (b) one County Council member appointed by the County Council of the County, (c) one member of the board of directors of the Nashville/Brown County Convention and Visitors Bureau, Inc. (the "Bureau") appointed by the Bureau, and (d) two members of the Brown County Convention and Visitors Commission (the "Commission") appointed by the Commission (such five members referred to herein as the "Principal Members"). In the event the number of Directors is increased, the election of the additional Director or Directors shall be by a

vote of at least two-thirds (2/3) of the members of the Board of Directors according to a procedure established by resolution of the Board of Directors. Similarly, the Principal Members may determine by majority vote, to decrease the number of additional Directors in the event of a vacancy pursuant to Section 7 hereof. Except as otherwise provided in these By-Laws and the Articles of Incorporation, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

The term of each member of the initial Board of Directors named in the Articles of Incorporation shall be through January 1, 2019, or until his or her successor is appointed and qualified. Thereafter, each successor Director shall serve for a term of one (1) year or until his or her successor is appointed and qualified, or until he or she has resigned, been removed or dies. A Director may be appointed to serve any number of consecutive or nonconsecutive terms as a Director of the Corporation.

Section 3.Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as provided in Section 2 with respect to increasing the number of Directors.

Section 4.Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, within Brown County, Indiana, as may be fixed by the Directors. Meetings of the Board of Directors shall be subject to the Indiana Open Door Law.

Section 5.Special Meetings. Special meetings of the Board of Directors may be called by the President, or by not less than two-fifths of the members of the Board of Directors. Notice of the time and place of a special meeting shall be served upon, telephoned, mailed, or emailed to each Director at his or her usual place of business or residence at least forty-eight (48) hours prior to the time of the meeting. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a Director in person at any such special meeting shall constitute a waiver of notice.

Section 6.Participation in Meetings. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless (a) his dissent shall be affirmatively stated by him at and before the adjournment of such meeting (in which event the fact of such dissent shall be entered by the secretary of the meeting in the minutes of the meeting), or (b) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of dissent provided for by either clause (a) or clause (b) of the immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a Director who voted at the meeting in favor of such matter and did not change his vote prior to the time that the result of the vote on such matter was announced by the chairman of such meeting.

Section 7.Removal and Vacancies. A Principal Member may be removed at any

time, with or without cause, by the body that appointed such Principal Member. Additional Directors, as authorized by Section 2 hereof, may be removed at any time by a majority vote of the Principal Members. Any vacancy on the Board of Directors, by resignation, removal, death, or otherwise, shall be filled in the same manner as the position was filled prior to such vacancy.

ARTICLE IV

Officers

Section 1. In General. The officers of this Corporation shall be a President (who shall be a Principal Member), a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office, except for the President. Each officer shall be elected by the Board of Directors at a regular or special meeting and shall serve for one (1) year and until the officer's successor is elected and qualified. An officer may serve in the same office for any number of consecutive terms. Any officer may be removed by majority vote of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. President. The President shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The President shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Board of Directors may prescribe.

Section 3. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time assign.

Section 4. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or the President may prescribe.

Section 5. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the President, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or the President may prescribe. Investments shall be subject to the same restriction as are applicable to the County.

Section 6.Other Officers. The Corporation may have one or more assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as the Board of Directors may prescribe. An Assistant Secretary may, in the event of the absence of the Secretary, attest the execution of all documents by the Corporation. Other officers may be designated at the discretion of the Board of Directors.

ARTICLE V

Committees

Section 1.Executive Committee. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate three (3) or more Directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law, including the Indiana Open Door Law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2.Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such other committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by a majority vote of the Board of Directors, with or without cause.

ARTICLE VI

Miscellaneous

Section 1.Corporate Seal. The Corporation shall have no seal.

Section 2.Execution of Contracts and Other Documents. Unless otherwise authorized or directed by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or a Vice President, and, if required, attested by the Secretary or an Assistant Secretary.

Section 3.Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 4.Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be

issued in its name. Such authorization may be general or confined to specific instances.

Section 5. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors may designate and in compliance with Indiana law applicable to governmental funds. Such designation may be general or confined to specific instances.

Section 6. Open Door Law and Access to Public Records. The Corporation shall comply with the Indiana Open Door Law and the Indiana Access to Public Records Act, as required by law.

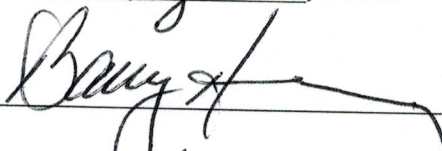
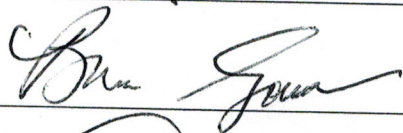

Section 7. Management Contracts. Any arrangement or contract (including amendments thereto) entered into by the Corporation relating to the operation or management of all or any part of the Maple Leaf Performing Arts Center shall be subject to the prior receipt by the Corporation of a legal opinion from nationally recognized bond counsel that such contract or arrangement will not adversely affect the federal tax-exempt status of any obligations issued to finance such Performing Arts Center.

ARTICLE VII

Amendments

The power to make, alter, amend, or repeal the By-Laws is vested in the Board of Directors of the Corporation, subject to approval in writing by the County Commissioners.

Approved and Adopted on the 22nd day of May, 2018.


 Kevin Auer

 Brian Jones

 Diana Biddle